Please note that the following is an unofficial English translation of Japanese original text of the Notice of Convocation of the 120th Ordinary General Meeting of Shareholders of NGK SPARK PLUG CO., LTD. The Company provides this translation for reference and convenience purposes only and without any warranty as to its accuracy or otherwise. In the event of any discrepancy between this translation and the Japanese original, the latter shall prevail.

(Securities Code: 5334)
June 2, 2020

Dear Shareholders

Shinichi Odo
Representative Director and Chairman of
the Board, Chief Executive Officer

NGK SPARK PLUG CO., LTD.
14-18, Takatsuji-cho, Mizuho-ku, Nagoya

NOTICE OF CONVOCATION OF THE 120th ORDINARY GENERAL MEETING OF SHAREHOLDERS

The 120th Ordinary General Meeting of Shareholders of NGK SPARK PLUG CO., LTD. (the "Company") is to be held as follows.

Instead of attending the meeting, you may otherwise exercise your voting rights in writing or via the Internet. Please read the attached REFERENCE DOCUMENTS FOR THE GENERAL MEETING OF SHAREHOLDERS provided below. You are requested to exercise your Voting Rights before 5:00 p.m., on Tuesday, June 23, 2020.

1. Time and Date: 10:00 a.m., Wednesday, June 24, 2020

2. Place: 3F Nago, Nagoya Kanko Hotel
1-19-30, Nishiki, Naka-ku, Nagoya

3. Objectives of the Meeting:

Reports:

1. Reports on Business Report and Consolidated Financial Statements, as well as Results of the Audits of the Consolidated Financial Statements by the Accounting Auditor and the Audit & Supervisory Board for Fiscal 2019 (From April 1, 2019, to March 31, 2020)
2. Reports on Non-Consolidated Financial Statements for Fiscal 2019 (From April 1, 2019, to March 31, 2020)

Agenda:

Proposal No.1: Election of Eleven (11) Directors

Proposal No.2: Election of One (1) Substitute Audit & Supervisory Board Member

---

◎If any amendment is made to the REFERENCE DOCUMENTS FOR THE GENERAL MEETING OF SHAREHOLDERS, the Business Report, and the Consolidated and/or the Non-Consolidated Financial Statements, the amended information will be disclosed on the Company's Web site. (https://www.ngkntk.co.jp/)

REFERENCE DOCUMENTS FOR THE GENERAL MEETING OF SHAREHOLDERS

Proposals and Items of Reference

Proposal No.1: Election of Eleven (11) Directors

The terms of office of all of the current ten (10) Directors will expire at the conclusion of this General Meeting of Shareholders. In order to clearly separate the business execution function from the management supervisory function and to further enhance corporate governance, we hereby propose the election of eleven (11) Directors including four (4) Outside Directors with addition of one (1) Outside Director.

In order to achieve sustainable growth and enhance corporate value over the medium to long term, the Company believes it is important to ensure that the Board of Directors is composed of diverse human resources with different backgrounds that include specialized knowledge, experience, etc. In addition, by electing several Outside Directors as members of the Board of Directors, the Company places great emphasis on incorporating external perspectives in order to strengthen supervisory functions while securing transparency for decision-making processes.

Based on the aforementioned belief, in order to ensure the reasonability and the transparency of the process, the selection of candidates for Directors is determined at the Board of Directors through the deliberation of Nomination Committee, an advisory body for the Board of Directors in which a majority of the members are independent outside officers.

The candidates for Directors are as follows:

No.	Name		Current positions at the Company	Assignments
1	Shinichi Odo	Re-appointed	Representative Director and Chairman of the Board, Chief Executive Officer	—
2	Takeshi Kawai	Re-appointed	Representative Director and President, Chief Operating Officer	In charge of All Divisions
3	Toru Matsui	Re-appointed	Representative Director, Executive Vice President	Assistant to President, In charge of Global Innovation Division
4	Mikihiko Kato	Re-appointed	Member of the Board Executive Officer	In charge of Corporate Strategy Group, General Manager of Tokyo Branch Office
5	Takio Kojima	Re-appointed	Member of the Board Executive Officer	In charge of Corporate R&D Group, Medical Division
6	Kenji Isobe	Re-appointed	Member of the Board Executive Officer	In charge of Corporate Administration Group, Secretarial Office, Plant Manager of Nagoya
7	Hiroyuki Maeda	Re-appointed	Member of the Board Executive Officer	In charge of Business Planning Management Division, Technology Evaluation Office
8	Morihiko Otaki	Re-appointed Outside Director Independent Director	Member of the Board (Outside Director)	—
9	Kanemaru Yasui	Re-appointed Outside Director Independent Director	Member of the Board (Outside Director)	—
10	Mackenzie Donald Clugston	Re-appointed Outside Director Independent Director	Member of the Board (Outside Director)	—
11	Miwako Doi	Newly appointed Outside Director Independent Director	—	—

<table>
<tr><th>No.</th><th>Name
(Date of Birth)</th><th>Brief Personal History, Positions and Assignments
and Significant Positions Concurrently Held</th><th>Number of
Shares Held</th></tr>
<tr><td rowspan="3">1</td><td>
Shinichi Odo
(April 3, 1954)</td><td>Apr. 1977 Joined NGK SPARK PLUG CO., LTD.
Feb. 2003 General Manager of Overseas Aftermarket Sales & Marketing Dept., Sales & Marketing Div., Automotive Components Group, NGK SPARK PLUG CO., LTD.
Jul. 2005 President, NGK Spark Plugs (U.S.A.), Inc.
Jun. 2007 Member of the Board, NGK SPARK PLUG CO., LTD.
Jun. 2010 Member of the Board (Managing Director), NGK SPARK PLUG CO., LTD.
Jun. 2011 Representative Director and President, NGK SPARK PLUG CO., LTD.
Apr. 2012 Representative Director and President, Chief Executive Officer, NGK SPARK PLUG CO., LTD.
Apr. 2016 Representative Director, Chairman of the Board and President, Chief Executive Officer, NGK SPARK PLUG CO., LTD.
Apr. 2019 Representative Director and Chairman of the Board, Chief Executive Officer, NGK SPARK PLUG CO., LTD. (up to the present)</td><td>20,950
shares</td></tr>
<tr><td colspan="3">Reason for appointment as a candidate for Director</td></tr>
<tr><td colspan="3">Mr. Odo has been engaged in the operation and management including domestic/overseas sales divisions concerning automotive components businesses for many years, and from June 2011 he served as Representative Director and President of the Company. Since April 2019, he has been involved in the Company’s management from the perspective of medium- to long-term corporate growth and further strengthening corporate governance as Representative Director and Chairman of the Board. Based on the above, the Company has continuously selected Mr. Odo as a candidate for Director based on the judgment that he has extensive management experience at the Company and insights into the global business operations, and proposes his election as Director.</td></tr>
</table>

<table>
<tr><th>No.</th><th>Name
(Date of Birth)</th><th>Brief Personal History, Positions and Assignments
and Significant Positions Concurrently Held</th><th>Number of
Shares Held</th></tr>
<tr><td rowspan="2">2</td><td>
Takeshi Kawai
(October 13, 1962)</td><td>Apr. 1987 Joined NGK SPARK PLUG CO., LTD.
Feb. 2011 General Manager of Sensor Engineering Dept. II, Sensor Div., Automotive Components Group, NGK SPARK PLUG CO., LTD.
Apr. 2012 Corporate Officer, NGK SPARK PLUG CO., LTD.
Apr. 2015 Managing Officer, NGK SPARK PLUG CO., LTD.
Jun. 2015 Member of the Board, Managing Officer, NGK SPARK PLUG CO., LTD.
Apr. 2016 Member of the Board Senior Managing Officer, NGK SPARK PLUG CO., LTD.
Apr. 2019 Representative Director and President, Chief Operating Officer, NGK SPARK PLUG CO., LTD. (up to the present)

(Assignments)
In charge of All Divisions</td><td>3,939
shares</td></tr>
<tr><td colspan="3">Reason for appointment as a candidate for Director
Mr. Kawai has been engaged in engineering division in the Sensor Division for many years, and from April 2016, as Member of the Board and Senior Managing Officer, he was in charge of the Business Planning Management Division which has an overall control of business divisions. He has extensive knowledge of the Company’s business operations. The Company has continuously selected Mr. Kawai as a candidate for Director based on the fact that he has been leading the Group as Representative Director and President, the most senior corporate officer for the business operations of the Company, to achieve the medium- to long-term management targets since he assumed the position in April 2019.</td></tr>
</table>

<table>
<tr><th>No.</th><th>Name
(Date of Birth)</th><th>Brief Personal History, Positions and Assignments
and Significant Positions Concurrently Held</th><th>Number of
Shares Held</th></tr>
<tr><td rowspan="2">3</td><td>
Toru Matsui
(February 14, 1962)</td><td>Apr. 1984 Joined NGK SPARK PLUG CO., LTD.
Apr. 2011 President of NGK SPARK PLUG EUROPE GmbH
Oct. 2013 General Manager of OEM Sales & Marketing Dept., Sales and Marketing Div., Automotive Components Group, NGK SPARK PLUG CO., LTD.
Dec. 2014 President of NGK SPARK PLUG (SHANGHAI) CO., LTD.
Apr. 2015 Corporate Officer, NGK SPARK PLUG CO., LTD.
Jul. 2016 President of NGK SPARK PLUG (SHANGHAI) TRADING CO., LTD.
Apr. 2018 Managing Officer, NGK SPARK PLUG CO., LTD.
Jun. 2018 Member of the Board, Managing Officer, NGK SPARK PLUG CO., LTD.
Apr. 2019 Member of the Board and Executive Vice President
April 2020 Representative Director, Executive Vice President (up to the present)

(Assignments)
Assistant to President, In charge of Global Innovation Div.</td><td>5,934
shares</td></tr>
<tr><td colspan="3">Reason for appointment as a candidate for Director
Mr. Matsui has been engaged in sales and marketing division concerning automotive components businesses for many years. After serving as President of our group companies, he is currently engaged in the management and new businesses of the Company as Representative Director, Executive Vice President. Based on the above, the Company has continuously selected Mr. Matsui as a candidate for Director based on the judgment that he has extensive sales and marketing experience at the Company and insights into the global business operations, and proposes his election as Director.</td></tr>
</table>

<table>
<tr><th>No.</th><th>Name
(Date of Birth)</th><th>Brief Personal History, Positions and Assignments
and Significant Positions Concurrently Held</th><th>Number of
Shares Held</th></tr>
<tr><td rowspan="3">4</td><td>
Mikihiko Kato
(August 18, 1962)</td><td>Apr. 1985 Joined NGK SPARK PLUG CO., LTD.
Feb. 2012 General Manager of Corporate Planning Dept., NGK SPARK PLUG CO., LTD.
Aug. 2012 President, CERAMICA E VELAS DE IGNICAO NGK DO BRASIL LTDA.
Oct. 2015 General Manager of Corporate Planning Dept., NGK SPARK PLUG CO., LTD.
Apr. 2016 Corporate Officer, NGK SPARK PLUG CO., LTD.
Jun. 2017 Member of the Board, Corporate Officer, NGK SPARK PLUG CO., LTD.
Apr. 2019 Member of the Board, Executive Officer, NGK SPARK PLUG CO., LTD. (up to the present)

(Assignments)
In charge of Corporate Strategy Group,
General Manager of Tokyo Branch Office</td><td>3,711
shares</td></tr>
<tr><td colspan="3">Reason for appointment as a candidate for Director</td></tr>
<tr><td colspan="3">Mr. Kato has been engaged in accounting and corporate planning divisions for many years. After serving as President of our group company, he currently serves as Member of the Board and Executive Officer in charge of the Corporate Strategy Group. Based on the above, the Company has continuously selected Mr. Kato as a candidate for Director based on the judgment that he has extensive experience at the Company related to corporate planning and knowledge concerning business operations, and proposes his election as Director.</td></tr>
</table>

No.	Name (Date of Birth)	Brief Personal History, Positions and Assignments and Significant Positions Concurrently Held	Number of Shares Held
5	 Takio Kojima (October 12, 1961)	Apr. 1984 Joined NGK SPARK PLUG CO., LTD. Feb. 2011 General Manager of Next Generation Product Project, Product Planning Center, Engineering R&D Group, NGK SPARK PLUG CO., LTD. Apr. 2012 General Manager of Next Generation Product Project, New Business Advancement Group, NGK SPARK PLUG CO., LTD. Oct. 2013 Deputy General Manager of R&D Center, Engineering R&D Group, NGK SPARK PLUG CO., LTD. Apr. 2014 Corporate Officer, NGK SPARK PLUG CO., LTD. Apr. 2018 Managing Officer, NGK SPARK PLUG CO., LTD. Jun. 2018 Member of the Board, Managing Officer, NGK SPARK PLUG CO., LTD. Apr. 2019 Member of the Board, Executive Officer, NGK SPARK PLUG CO., LTD. (up to the present) (Assignments) In charge of Corporate R&D Group, Medical Div.	5,245 shares
	Reason for appointment as a candidate for Director		
	Mr. Kojima has been engaged in research and development division for many years. After serving as Deputy General Manager of R&D center, he currently serves as Member of the Board and Executive Officer in charge of the Corporate R&D Group. Based on the above, the Company has continuously selected Mr. Kojima as a candidate for Director based on the judgment that he has extensive research and development experience at the Company and knowledge concerning new engineering, and proposes his election as Director.		

No.	Name (Date of Birth)	Brief Personal History, Positions and Assignments and Significant Positions Concurrently Held	Number of Shares Held
6	 Kenji Isobe (August 9, 1963)	Apr. 1986 Joined NGK SPARK PLUG CO., LTD. Jul. 2011 General Manager of Accounting & Finance Dept., NGK SPARK PLUG CO., LTD. Apr. 2013 General Manager of Corporate Planning Dept. and Public Relations Office, NGK SPARK PLUG CO., LTD. Dec. 2015 General Manager of Accounting & Finance Dept., Corporate Administration Group and General Manager of Public Relations Office, NGK SPARK PLUG CO., LTD. Apr. 2016 Corporate Officer, NGK SPARK PLUG CO., LTD. Jun. 2018 Member of the Board, Corporate Officer, NGK SPARK PLUG CO., LTD. Apr. 2019 Member of the Board, Executive Officer, NGK SPARK PLUG CO., LTD. (up to the present) (Assignments) In charge of Corporate Administration Group, Secretarial Office, Plant Manager of Nagoya (Significant Positions Concurrently Held) President of NGK SPARK PLUGS (U.S.A.) HOLDING, INC.	9,670 shares
	Reason for appointment as a candidate for Director		
	Mr. Isobe has been engaged in accounting, management planning and public relations divisions for many years. After serving as Deputy General Manager of Corporate Administration Group, he currently serves as Member of the Board and Executive Officer in charge of Corporate Administration Group. Based on the above, the Company has continuously selected Mr. Isobe as a candidate for Director based on the judgment that he has extensive corporate administration related experience at the Company and knowledge concerning finance and accounting, and proposes his election as Director.		

<table>
<tr><th>No.</th><th>Name
(Date of Birth)</th><th>Brief Personal History, Positions and Assignments
and Significant Positions Concurrently Held</th><th>Number of
Shares Held</th></tr>
<tr><td rowspan="2">7</td><td>
Hiroyuki Maeda
(February 6, 1964)</td><td>Apr. 1986 Joined NGK SPARK PLUG CO., LTD.
Feb. 2012 General Manager of Planning Control Dept., Sensor Div., Automotive Components Group, NGK SPARK PLUG CO., LTD
Apr. 2012 General Manager of Sensor Engineering Dept. II, Sensor Div., Automotive Components Group, NGK SPARK PLUG CO., LTD.
Apr. 2013 General Manager of Procurement Dept., Procurement Div., NGK SPARK PLUG CO., LTD.
Apr. 2014 Deputy General Manager of Procurement Div., General Manager of Supplier Relations & Development Office, General Manager of Procurement Dept., NGK SPARK PLUG CO., LTD.
Apr. 2016 Corporate Officer, NGK SPARK PLUG CO., LTD.
Apr. 2019 Executive Officer, NGK SPARK PLUG CO., LTD.
Jun. 2019 Member of the Board, Executive Officer, NGK SPARK PLUG CO., LTD. (up to the present)

(Assignments)
In charge of Business Planning Management Division, Technology Evaluation Office</td><td>1,328
shares</td></tr>
<tr><td colspan="3">Reason for appointment as a candidate for Director
Mr. Maeda has been engaged in planning division and engineering divisions of Sensor Division for many years. After serving as General Manager of Procurement Division, he currently serves as Member of the Board and Executive Officer in charge of the Business Planning Management Division which has an overall control of business divisions. Based on the above, the Company has continuously selected Mr. Maeda as a candidate for Director based on the judgment that he has extensive product development and engineering related experience at the Company and knowledge concerning business operations, and proposes his election as Director.</td></tr>
</table>

No.	Name (Date of Birth)	Brief Personal History, Positions and Assignments and Significant Positions Concurrently Held	Number of Shares Held
8	 Morihiko Otaki (June 11, 1954)	Aug. 1996 President and CEO, Johnson & Johnson K.K. Vision Care Company Aug. 2011 Vice Chairman, Director, Pasona Inc. Jun. 2013 Member of the Board (Outside Director), NGK SPARK PLUG CO., LTD. (up to the present) Jun. 2016 Director, Henry Schein Japan K.K. (up to the present) Aug. 2016 Vice Chairman, Pasona Inc. Jun. 2018 Outside Director, GIGA PRIZE CO., LTD. (up to present) (Significant Positions Concurrently Held) Director, Henry Schein Japan K.K. Outside Director, GIGA PRIZE CO., LTD.	1,230 shares

He attended all of the 12 Board of Directors' Meetings held in Fiscal 2019.
He will have held a position as Outside Director of the Company for seven (7) years at the conclusion of this General Meeting of Shareholders.

【Reason for appointment as a candidate for Outside Director】
Mr. Otaki has extensive experience with global companies and keen insight as a business executive. As an Outside Director, he oversees business execution by the Company's management team and provides advice to the team. He has been playing a key role in strengthening the Company's corporate governance by actively speaking out at the Company's Board of Directors' Meetings in order to enhance transparency in decision-making. Based on the above, the Company proposes his re-election as Outside Director.

【Regarding the independence of candidates for Outside Director】
Mr. Otaki had served as Director of Pasona Inc., which maintains a business relationship with the Company involving personnel placement services. However, the Company's business with Pasona accounts for an extremely small percentage of Pasona sales (less than 0.1%). Also, there is no business relationship between Henry Schein Japan K.K., for which he serves as Director, and the Company. For the reasons above, we deem that his independence is sufficiently assured and that the election criteria for independent officers (please refer to page 16) set by the Company are met. Accordingly, the Company intends to notify the Tokyo Stock Exchange and the Nagoya Stock Exchange of his continued appointment as Independent Outside Director, upon approval of his re-election.

<table>
<tr><th>No.</th><th>Name
(Date of Birth)</th><th>Brief Personal History, Positions and Assignments
and Significant Positions Concurrently Held</th><th>Number of
Shares Held</th></tr>
<tr><td rowspan="2">9</td><td>
Kanemaru Yasui
(February 22, 1951)</td><td>Mar. 1981 Registered as certified public accountant
Apr. 1999 Partner, Chuo Audit Corporation
Sep. 2006 Partner, Misuzu Audit Corporation
Aug. 2007 Partner, AZSA & Co. (currently KPMG AZSA LLC.)
Jun. 2008 Managing Partner, Director of Nagoya Branch, AZSA & Co. (currently KPMG AZSA LLC.)
Jun. 2013 Retired from KPMG AZSA LLC.
Jul. 2013 Director, Yasui Certified Public Accountant Office (up to the present)
Jun. 2014 Outside Director, NICHIHA Corporation
Member of the Board (Outside Director), NGK SPARK PLUG CO., LTD. (up to the present)

(Significant Positions Concurrently Held)
Certified Public Accountant</td><td>1,143
shares</td></tr>
<tr><td colspan="3">He attended all of the 12 Board of Directors' Meetings held in Fiscal 2019.
He will have held a position as Outside Director of the Company for six (6) years at the conclusion of this General Meeting of Shareholders.

【Reason for appointment as a candidate for Outside Director】
Mr. Yasui has expert knowledge and experience accumulated over many years as a certified public accountant. As an Outside Director, he oversees business execution by the Company's management team and provides advice to the team. He has been playing a key role in strengthening the Company's corporate governance by actively speaking out at the Company's Board of Directors' Meetings in order to enhance transparency in decision-making. Based on the above, the Company proposes his re-election as Outside Director. Although Mr. Yasui has not contributed to corporate management in a capacity other than as Outside Director, for the reasons above, the Company has determined that he will be able to appropriately fulfill the duties of Outside Director.

【Regarding the independence of candidates for Outside Director】
Mr. Yasui has an employment background with KPMG AZSA LLC, the Company's auditing firm. From April 1993 to March 2005 he was involved in the accounting audits of the Company. However, over fourteen (14) years have passed following his involvement in auditing the Company, and it has been seven (7) years since his retirement from the aforementioned auditing firm.
Moreover, that auditing firm conducts accounting audits of the Company from an independent standpoint, as stipulated by law; furthermore, payments by the Company to the auditing firm account for an extremely small percentage of the total remuneration of the auditing firm (Approximately 0.1%). In addition, at present there is no business relationship between the Company and Yasui Certified Public Accountant Office, for which Mr. Yasui currently serves as Director, and the election criteria for independent officers (please refer to page 16) set by the Company are met. As such, the independence of Mr. Yasui is sufficiently assured, and the Company intends to notify the Tokyo Stock Exchange and the Nagoya Stock Exchange of his continued appointment as Independent Outside Director, upon approval of his re-election.</td></tr>
</table>

No.	Name (Date of Birth)	Brief Personal History, Positions and Assignments and Significant Positions Concurrently Held	Number of Shares Held
10	 Mackenzie Donald Clugston (June 19, 1950)	Jun. 1982 Joined Department of Foreign Affairs and International Trade of the Canadian Government Aug. 2000 Canadian Consul General in Osaka Aug. 2003 Minister, Embassy of Canada in Japan Aug. 2009 Ambassador of Canada to Indonesia, Timor-Leste and the ASEAN Nov. 2012 Ambassador of Canada to Japan Jun. 2016 Outside Director, KAMEDA SEIKA CO., LTD. (up to the present) Sep. 2016 Professor, Kwansei Gakuin University (up to the present) Jun. 2017 Outside Director, Idemitsu Kosan Co., Ltd. (up to the present) Mar. 2018 Outside Director, Sapporo Holdings Limited (up to the present) Jun. 2019 Member of the Board (Outside Director), NGK SPARK PLUG CO., LTD. (up to the present) (Significant Positions Concurrently Held) Outside Director, KAMEDA SEIKA CO., LTD Professor, Kwansei Gakuin University Outside Director, Idemitsu Kosan Co., Ltd. Outside Director, Sapporo Holdings Limited	0 shares
	He attended eight (8) of the 10 Board of Directors' Meetings held in Fiscal 2019 (since assuming office as Outside Director on June 25, 2019). He will have held a position as Outside Director of the Company for one (1) year at the conclusion of this General Meeting of Shareholders. 【Reason for appointment as a candidate for Outside Director】 Mr. Clugston has abundant global experience and a high level of insight about international affairs and trade, accumulated through his career as a diplomat over many years. As an Outside Director, he has overseen business execution by the Company's management team and provided advice to the team. He has been playing a key role in strengthening the Company's corporate governance by actively speaking out at the Company's Board of Directors' Meetings in order to enhance transparency in decision-making. Based on the above, the Company proposes his re-election as Outside Director. Although Mr. Clugston has not contributed to corporate management in a capacity other than as Outside Director, for the reasons above, the Company has determined that he will be able to appropriately fulfill the duties of Outside Director. 【Regarding the independence of candidates for Outside Director】 We deem that Mr. Clugston's independence is sufficiently assured given that the election criteria for independent officers (please refer to page 16) set by the Company are met. Accordingly, the Company intends to notify the Tokyo Stock Exchange and the Nagoya Stock Exchange of his continued appointment as Independent Outside Director, upon approval of his re-election.		

No.	Name (Date of Birth)	Brief Personal History, Positions and Assignments and Significant Positions Concurrently Held	Number of Shares Held
11	 Miwako Doi June 2, 1954	Apr. 1979 Joined Tokyo Shibaura Electric Co., Ltd. (currently Toshiba Corporation) Jul. 2005 Senior Fellow, Corporate Research & Development Center, Toshiba Corporation Jul. 2008 Chief Fellow, Corporate Research & Development Center, Toshiba Corporation Apr. 2014 Auditor, National Institute of Information and Communications Technology, an Incorporated Administrative Agency (currently, a National Research and Development Agency) (up to the present) Jun. 2015 Outside Director, Nomura Research Institute, Ltd. (up to the present) Apr. 2017 Executive Director, Nara Institute of Science and Technology (up to the present) Jun. 2019 Outside Director, Isetan Mitsukoshi Holdings Ltd. (up to the present) Apr. 2020 Vice President, Tohoku University (up to the present) (Significant Positions Concurrently Held) Auditor, National Institute of Information and Communications Technology, a National Research and Development Agency Executive Director, Nara Institute of Science and Technology Outside Director, Isetan Mitsukoshi Holdings Ltd. Vice President, Tohoku University	0 shares
	【Reason for appointment as a candidate for Outside Director】 Ms. Doi has abundant experience and an outstanding track record as a researcher in the information and communication fields. She is currently engaged in the research of advanced technology at a research institution and universities. The Company newly proposes her election as Outside Director, determining that she will be able to oversee business execution by the Company's management team and provide advice to the team from the perspective of product/business strategy. Although Ms. Doi has not contributed to corporate management in a capacity other than as Outside Director, for the reasons above, the Company has determined that she will be able to appropriately fulfill the duties of Outside Director. 【Regarding the independence of candidates for Outside Director】 In the preceding three years, the Company has consigned research and offered donations to Tohoku University, for which Ms. Doi serves as Vice President. However, the total amount of the donations is extremely small at less than two million yen. In addition, there is no business relationship between the Company and Nara Institute of Science and Technology, for which she serves as Executive Director. For the reasons above, we deem that her independence is sufficiently assured and that the election criteria for independent officers (please refer to page 16) set by the Company are met. Accordingly, the Company intends to notify the Tokyo Stock Exchange and the Nagoya Stock Exchange of her appointment as Independent Outside Director, upon approval of her election.		

Notes:

1. Each candidate for Director has no special interest in the Company.
2. The number of shares of the Company each candidate holds includes the shares that each candidate holds in NGK SPARK PLUG under officer stock ownership.
3. Mr. Morihiko Otaki, Mr. Kanemaru Yasui, Mr. Mackenzie Donald Clugston and Ms. Miwako Doi are candidates for Outside Director as stipulated in Article 2, Paragraph 3, Item 7 of the Ordinance for Enforcement of the Companies Act.
4. If the election of Mr. Morihiko Otaki is approved at the Ordinary General Meeting of Shareholders of FP Corporation, which will be held on June 25, 2020, he will be an Outside Director of the company.
5. Ms. Miwako Doi, who currently serves as Outside Director of Nomura Research Institute, Ltd., will resign from the position of Outside Director of the company at the conclusion of its General Meeting of Shareholders which will be held on June 18, 2020.

6. If the election of Ms. Miwako Doi is approved at the Ordinary General Meeting of Shareholders of SUBARU CORPORATION, which will be held on June 23, 2020, she will be an Outside Director of the company.
7. MICARD Co. Ltd., a subsidiary of Isetan Mitsukoshi Holdings Co., Ltd. where Ms. Miwako Doi has been serving as an outside director since Jun 17, 2019, received an Order for Action on July 8, 2019 and Order for Payment of Surcharge on March 24, 2020 from the Consumer Affairs Agency for misleading representation that falls under Article 5, Item 1 or Item 2 of the Act against Unjustifiable Premiums and Misleading Representations regarding service transactions related to a credit card "MI Card Plus Gold" which is supplied by MICARD Co., Ltd.
   She has been making various proposals from the viewpoint of legal compliance at the meetings of the Board of Directors, and even after this was found out, through deliberations at meetings of the Board of Directors, she has fulfilled her duties, including making efforts to formulate recurrence prevention measures and strengthen employee education at Isetan Mitsukoshi Holdings Co., Ltd and its subsidiaries.
8. In order that the Outside Directors may perform the roles expected of them, the Company has established rules in accordance with the Articles of Incorporation, enabling the conclusion of a liability limitation agreement with each Outside Director, which limits Outside Directors' compensation for damages to the minimum liability amount established by laws and regulations.
   Messrs. Morihiko Otaki, Kanemaru Yasui and Mackenzie Donald Clugston have already concluded a liability limitation agreement with the Company, and upon approval of their re-election as Outside Directors, the Company intends to continue the said agreements with them.
   The Company intends to conclude the aforementioned agreement with Ms. Miwako Doi upon approval of her election.

Proposal No.2: Election of One (1) Substitute Audit & Supervisory Board Member

The effectiveness of the election of Mr. Toshihiro Ando, the Substitute Audit & Supervisory Board Member appointed at the 116th Ordinary General Meeting of Shareholders held on June 29, 2016, will expire at the beginning of this General Meeting of Shareholders.

The Company proposes the election of one (1) Substitute Audit & Supervisory Board Member in preparation for a contingency in which the Company does not have the number of Audit & Supervisory Board Members required by laws and regulations. The effectiveness of the election under this Proposal may be cancelled based on resolution of the Board of Directors, provided such cancellation is done prior to the assumption of office and with the consent of the Audit & Supervisory Board.

This proposal has been approved in advance by the Audit & Supervisory Board.

The candidate for Substitute Audit & Supervisory Board Member is as follows:

Name (Date of Birth)	Brief Personal History, Positions and Assignments and Significant Positions Concurrently Held	Number of Shares Held
 Toshihiro Ando Jul. 29, 1958	Mar. 1993 Registered as certified public accountant Jan. 1995 Joined Amano Certified Public Accountant Office Aug. 2005 Established Ando Certified Public Accountant Office (up to the present) Jul. 2006 Temporary Accounting Auditor of the Company Jun. 2007 Resigned as Temporary Accounting Auditor of the Company Jun. 2011 Outside Audit & Supervisory Board Member, Fuji Machine Mfg. Co., Ltd. (currently FUJI CORPORATION) (Significant Positions Concurrently Held) Certified public accountant	0 shares

【Reason for appointment as a candidate for Substitute Outside Audit & Supervisory Board Member】

Mr. Toshihiro Ando has expert knowledge and experience in corporate accounting accumulated as a certified public accountant. Although Mr. Ando has not contributed to corporate management in a capacity other than as Outside Audit & Supervisory Board Member, the Company has selected him as a candidate for Substitute Outside Audit & Supervisory Board based on the judgment that he will be able to appropriately fulfill the duties of Audit & Supervisory Board Member.

【Regarding the independence of candidates for Outside Audit & Supervisory Board Member】

From July 2006 to June 2007, Mr. Toshihiro Ando served as a Temporary Accounting Auditor of the Company. However, over thirteen (13) years have passed since he resigned from the position. In addition, there is no business relationship between the Company and Ando Certified Public Accountant Office, for which Mr. Ando currently serves as the representative, and the election criteria for independent officers (please refer to page 16) set by the Company are met. As such, the independence of Mr. Ando is sufficiently assured, and the Company intends to notify the Tokyo Stock Exchange and the Nagoya Stock Exchange of his appointment as Independent Outside Audit & Supervisory Board Member, upon approval of his election.

Notes:

1. The candidate for Substitute Audit & Supervisory Board Member has no special interest in the Company.
2. Mr. Toshihiro Ando is a candidate for Substitute Outside Audit & Supervisory Board Member.
3. In order that the Outside Audit & Supervisory Board Members may perform the roles expected of them, the Company has established rules in accordance with the Articles of Incorporation, enabling the conclusion of a liability limitation agreement with each Outside Audit & Supervisory Board Member, which limits his/her compensation for damages to the minimum liability amount established by laws and regulations.

   The Company intends to conclude the aforementioned agreement with Mr. Toshihiro Ando upon approval of his election as Outside Audit & Supervisory Board Member.

(Reference)

Criteria for Independence of Outside Directors and Outside Audit & Supervisory Board Members

In addition to the qualifications of outside directors and outside audit & supervisory board members specified in the Companies Act and the criteria on the independence of independent officers specified by financial instrument exchanges, the Company adopted its own Election Criteria of Independent Officers* set forth below and elects only persons who meet all of those criteria as independent outside officers.

1. Persons who in the preceding three (3) years have not served as a director, audit & supervisory board member, executive, manager, or other employee (including Corporate Officers but excluding outside directors and outside audit & supervisory board members; referred to as "Directors etc.") of a trading partner with which transactions accounted for 2% or more of the consolidated net sales of the Company, its subsidiaries or affiliate companies (referred to as "the Group") or the trading partner's consolidated net sales in any of the preceding three (3) years.
2. Persons who are not currently principal shareholders of the Group, or who are not Directors etc. of a company one of whose principal shareholder is the Group (a principal shareholder holds 10% or more of voting rights).
3. Persons who have not been employed by a principal lender of the Group in the preceding three (3) years (a principal lender is a financial institution or other financial creditor that is essential for the procurement of capital by the Group and on which the Group relies to a degree that it is irreplaceable).
4. Persons who are not attorneys, certified public accountants, consultants, or providers of other professional services who currently receive compensation from the Group.
5. Persons who have not received donations of ¥10 million or more from the Group in any of the preceding three (3) years.**
6. Persons who are not Directors etc. of companies or subsidiaries of such companies, to which Directors etc. have been seconded by the Group.
7. Persons who are not relatives within two (2) degrees of consanguinity of a current or former Director etc. of the Group.
8. Persons who are not likely to give rise to substantive conflicts of interest with the Group on a regular basis.

Notes:

* However, in cases where there are grounds for a clear explanation of independence that can be provided to third parties against a backdrop of corporate merger or other unintended circumstances, even when these criteria are not met, approval may be given after giving consideration to the opinions of Independent Officers.

** However, even in cases where a donation of ¥10 million or more is made, if there are grounds for a clear explanation of the lack of impact resulting from such donation on the judgement of the independence of the candidate Independent Officer that can be provided to third parties, for example, the case that the donation was made to a different professor in the same research lab or a different research lab at the same university with which the candidate Independent Officer is affiliated, approval may be given after giving consideration to the opinions of Independent Officers.